

1 AUSTIN B. KENNEY (State Bar No. 242277)
abk@severson.com
2 MEGAN N. ALDWORTH (State Bar No. 351462)
mna@severson.com
3 SEVERSON & WERSON
A Professional Corporation
4 The Atrium
19100 Von Karman Avenue, Suite 700
5 Irvine, California 92612
Telephone: (949) 442-7110
6 Facsimile: (949) 442-7118

7 Attorneys for Defendant
8 BANK OF AMERICA N.A., erroneously
sued as BANK OF AMERICA
CORPORATION, a National Association

12 JINJU ZHANG, an individual,
13 Plaintiff,
14 vs.

Case No. 5:23-cv-05818-CRB

**BANK OF AMERICA, N.A.'S
ANSWER AND COUNTERCLAIM
FOR INTERPLEADER**

15 BELIN YUAN, an individual; HONG
16 LIN, an individual; CAMIWELL, INC.,
17 a California corporation; CAMIWELL,
18 INC. (CANADA), a Canadian
19 corporation; BEIJING ASIACOM
20 TECHNOLOGY CO., LTD., a Chinese
corporation; ASIACOM AMERICAS,
INC., a Virginia corporation; BANK
OF AMERICA CORPORATION, a
National Association; and DOES 1 to
20, inclusive.

Honorable Charles R. Breyer
Courtroom 6 – 17th Floor

21 Defendants.

23 BANK OF AMERICA, N.A.,
24 Counter-Claimant,
25 vs

26 JINJU ZHANG, an individual;
27 CAMIWELL, INC., a California
corporation; and ROES 1 to 20,
inclusive

28 || Counter-Defendants.

1 Defendant and Counter-Claimant BANK OF AMERICA, N.A., erroneously
 2 sued as BANK OF AMERICA CORPORATION, a National Association
 3 (“Defendant” or “BANA”), as for its Answer to the Complaint of JINJU ZHANG
 4 (“Plaintiff”), as for its Counterclaim against Plaintiff and Defendant CAMIWELL,
 5 INC. (“Camiwell”) (“Counter-Defendants”), alleges as follows:

6 **BANK OF AMERICA’S ANSWER TO THE COMPLAINT**

7 **THE PARTIES**

8 1. In response to Paragraph 1, BANA lacks information or belief
 9 sufficient to answer the allegations contained therein; accordingly, denies them.

10 2. In response to Paragraph 2, BANA lacks information or belief
 11 sufficient to answer the allegations contained therein; accordingly, denies them.

12 3. In response to Paragraph 3, BANA lacks information or belief
 13 sufficient to answer the allegations contained therein; accordingly, denies them.

14 4. In response to Paragraph 4, BANA lacks information or belief
 15 sufficient to answer the allegations contained therein; accordingly, denies them.

16 5. In response to Paragraph 5, BANA lacks information or belief
 17 sufficient to answer the allegations contained therein; accordingly, denies them.

18 6. In response to Paragraph 6, BANA lacks information or belief
 19 sufficient to answer the allegations contained therein; accordingly, denies them.

20 7. In response to Paragraph 7, BANA lacks information or belief
 21 sufficient to answer the allegations contained therein; accordingly, denies them.

22 8. In response to Paragraph 8, BANA avers that it is a national banking
 23 association that does business in the State of California and the County of Santa
 24 Clara. To the extent allegations remain unanswered, Defendant has insufficient
 25 knowledge or information sufficient to form a belief as to the truth or falsity of the
 26 allegations contained therein; accordingly, Defendant denies the same.

27 9. In response to Paragraph 10, BANA states that this paragraph contains
 28 legal conclusions that do not require denial or admission. To the extent a response is

1 required, BANA lacks information or belief sufficient to answer the allegations in
 2 this Paragraph and on that ground denies them.

3 **JURISDICTION AND VENUE**

4 10. In response to Paragraph 10, BANA states that this paragraph contains
 5 legal conclusions that do not require denial or admission. To the extent a response is
 6 required, BANA lacks information or belief sufficient to answer the allegations in
 7 this Paragraph and on that ground denies them.

8 11. In response to Paragraph 11, BANA states that this paragraph contains
 9 legal conclusions that do not require denial or admission. To the extent a response is
 10 required, BANA lacks information or belief sufficient to answer the allegations in
 11 this Paragraph and on that ground denies them.

12 12. In response to Paragraph 12, BANA states that this paragraph contains
 13 legal conclusions that do not require denial or admission. To the extent a response is
 14 required, BANA lacks information or belief sufficient to answer the allegations in
 15 this Paragraph and on that ground denies them.

16 13. In response to Paragraph 13, BANA states that this paragraph contains
 17 legal conclusions that do not require denial or admission. To the extent a response is
 18 required, BANA lacks information or belief sufficient to answer the allegations in
 19 this Paragraph and on that ground denies them.

20 **GENERAL ALLEGATIONS**

21 14. In response to Paragraph 14, BANA lacks information or belief
 22 sufficient to answer the allegations contained therein; accordingly, denies them.

23 15. In response to Paragraph 15, BANA lacks information or belief
 24 sufficient to answer the allegations contained therein; accordingly, denies them.

25 16. In response to Paragraph 16, BANA lacks information or belief
 26 sufficient to answer the allegations contained therein; accordingly, denies them.

27 17. In response to Paragraph 17, BANA lacks information or belief
 28 sufficient to answer the allegations contained therein; accordingly, denies them.

1 18. In response to Paragraph 18, BANA lacks information or belief
2 sufficient to answer the allegations contained therein; accordingly, denies them.

3 19. In response to Paragraph 19, BANA lacks information or belief
4 sufficient to answer the allegations contained therein; accordingly, denies them.

5 20. In response to Paragraph 20, BANA lacks information or belief
6 sufficient to answer the allegations contained therein; accordingly, denies them.

7 21. In response to Paragraph 21, BANA lacks information or belief
8 sufficient to answer the allegations contained therein; accordingly, denies them.

9 22. In response to Paragraph 22, BANA lacks information or belief
10 sufficient to answer the allegations contained therein; accordingly, denies them.

11 23. In response to Paragraph 23, BANA lacks information or belief
12 sufficient to answer the allegations contained therein; accordingly, denies them.

13 24. In response to Paragraph 24, BANA lacks information or belief
14 sufficient to answer the allegations contained therein; accordingly, denies them.

15 25. In response to Paragraph 25, BANA lacks information or belief
16 sufficient to answer the allegations contained therein; accordingly, denies them.

17 26. In response to Paragraph 26, BANA lacks information or belief
18 sufficient to answer the allegations contained therein; accordingly, denies them.

19 27. In response to Paragraph 27, BANA states that this paragraph contains
20 legal conclusions that do not require denial or admission. To the extent a response is
21 required, BANA admits that Camiwell maintained a deposit account with BANA
22 ending in x0628 and that in September of 2023 withdrawals for \$162,500.00,
23 \$200,000.00, and \$309,438.73 occurred from the account. As to the allegations
24 regarding who made the aforementioned withdrawals, BANA lacks information and
25 belief sufficient to answer the allegations contained therein; accordingly, denies
26 them.

27 28. In response to Paragraph 28, BANA states that this paragraph contains
28 legal conclusions that do not require denial or admission. To the extent a response is

1 required, BANA lacks information or belief sufficient to answer the allegations in
2 this Paragraph and on that ground denies them.

3 29. In response to Paragraph 29, BANA lacks information or belief
4 sufficient to answer the allegations contained therein; accordingly, denies them.

5 30. In response to Paragraph 30, BANA states that this paragraph contains
6 legal conclusions that do not require denial or admission. To the extent a response is
7 required, BANA lacks information or belief sufficient to answer the allegations in
8 this Paragraph and on that ground denies them.

FIRST CAUSE OF ACTION – CONVERSION

(Against Defendants Belin Yuan and Hong Lin)

11 31. BANA re-alleges and incorporates Paragraphs 1-30 of this Answer as if
12 fully stated herein.

13 32. In response to Paragraph 32, BANA lacks information or belief
14 sufficient to answer the allegations contained therein; accordingly, denies them.

15 33. In response to Paragraph 33, BANA states that this paragraph contains
16 legal conclusions that do not require denial or admission. To the extent a response is
17 required, BANA lacks information or belief sufficient to answer the allegations in
18 this Paragraph and on that ground denies them.

19 34. In response to Paragraph 34, BANA states that this paragraph contains
20 legal conclusions that do not require denial or admission. To the extent a response is
21 required, BANA lacks information or belief sufficient to answer the allegations in
22 this Paragraph and on that ground denies them.

23 35. In response to Paragraph 35, BANA states that this paragraph contains
24 legal conclusions that do not require denial or admission. To the extent a response is
25 required, BANA lacks information or belief sufficient to answer the allegations in
26 this Paragraph and on that ground denies them.

27 36. In response to Paragraph 36, BANA states that this paragraph contains
28 legal conclusions that do not require denial or admission. To the extent a response is

1 required, BANA lacks information or belief sufficient to answer the allegations in
 2 this Paragraph and on that ground denies them.

3 **SECOND CAUSE OF ACTION – BREACH OF FIDUCIARY DUTY**

4 *(Against Defendants Belin Yuan and Hong Lin)*

5 37. BANA re-alleges and incorporates Paragraphs 1-36 of this Answer as if
 6 fully stated herein.

7 38. In response to Paragraph 38, BANA states that this paragraph contains
 8 legal conclusions that do not require denial or admission. To the extent a response is
 9 required, BANA lacks information or belief sufficient to answer the allegations in
 10 this Paragraph and on that ground denies them.

11 39. In response to Paragraph 39, BANA states that this paragraph contains
 12 legal conclusions that do not require denial or admission. To the extent a response is
 13 required, BANA lacks information or belief sufficient to answer the allegations in
 14 this Paragraph and on that ground denies them.

15 40. In response to Paragraph 40, BANA states that this paragraph contains
 16 legal conclusions that do not require denial or admission. To the extent a response is
 17 required, BANA lacks information or belief sufficient to answer the allegations in
 18 this Paragraph and on that ground denies them.

19 41. In response to Paragraph 41, BANA states that this paragraph contains
 20 legal conclusions that do not require denial or admission. To the extent a response is
 21 required, BANA lacks information or belief sufficient to answer the allegations in
 22 this Paragraph and on that ground denies them.

23 **THIRD CAUSE OF ACTION – UNJUST ENRICHMENT**

24 *(Against Camiwell Inc. (Canada), Belin Yuan and Hong Lin)*

25 42. BANA re-alleges and incorporates Paragraphs 1-36 of this Answer as if
 26 fully stated herein.

27 43. In response to Paragraph 43, BANA states that this paragraph contains
 28 legal conclusions that do not require denial or admission. To the extent a response is

1 required, BANA lacks information or belief sufficient to answer the allegations in
2 this Paragraph and on that ground denies them.

3 44. In response to Paragraph 44, BANA states that this paragraph contains
4 legal conclusions that do not require denial or admission. To the extent a response is
5 required, BANA lacks information or belief sufficient to answer the allegations in
6 this Paragraph and on that ground denies them.

FOURTH CAUSE OF ACTION – PRELIMINARY INJUNCTION

(Against BANA, Belin Yuan and Hong Lin)

9 45. BANA re-alleges and incorporates Paragraphs 1-44 of this Answer as if
10 fully stated herein.

11 46. In response to Paragraph 46, BANA avers that as of October 31, 2023,
12 the ending balance for the account ending in x0628 was \$77,544.29 and ending
13 balance for the account ending in x4390 was \$134,296.28. To the extent allegations
14 remain unanswered in this Paragraph, BANA lacks information or belief sufficient
15 to answer the allegations contained therein; accordingly, denies them.

16 47. In response to Paragraph 47, BANA states that this paragraph contains
17 legal conclusions that do not require denial or admission. To the extent a response is
18 required, BANA lacks information or belief sufficient to answer the allegations in
19 this Paragraph and on that ground denies them.

20 48. In response to Paragraph 48, BANA states that this paragraph contains
21 legal conclusions that do not require denial or admission. To the extent a response is
22 required, BANA lacks information or belief sufficient to answer the allegations in
23 this Paragraph and on that ground denies them.

24 49. In response to Paragraph 49, BANA states that this paragraph contains
25 legal conclusions that do not require denial or admission. To the extent a response is
26 required, BANA lacks information or belief sufficient to answer the allegations in
27 this Paragraph and on that ground denies them.

FIFTH CAUSE OF ACTION – DECLARATORY RELIEF

(Against Belin Yuan and Hong Lin)

50. BANA re-alleges and incorporates Paragraphs 1-49 of this Answer as if fully stated herein.

51. In response to Paragraph 51, BANA states that this paragraph contains legal conclusions that do not require denial or admission. To the extent a response is required, BANA admits the allegations in this Paragraph.

8 52. In response to Paragraph 52, BANA states that this paragraph contains
9 legal conclusions that do not require denial or admission. To the extent a response is
10 required, BANA admits the allegations in this Paragraph.

PRAYER FOR RELIEF

12 BANA further denies each and every allegation in Plaintiff's prayer for relief,
13 and denies that Plaintiff is entitled to any relief whatsoever.

14 WHEREFORE, BANA prays that judgment be entered against Plaintiff and
15 for BANA on all causes of action asserted against it.

16 As separate and distinct affirmative defenses to the Complaint and to each
17 cause of action contained herein, BANA alleges as follows:

AFFIRMATIVE DEFENSES

FIRST AFFIRMATIVE DEFENSE

(Waiver)

21 Plaintiff has waived its right to seek the relief sought due to its own acts
22 and/or omissions with reference to the subject matter of the Complaint.

SECOND AFFIRMATIVE DEFENSE

(Unclean Hands)

25 Defendant is informed and believes, and thereon alleges, that the Complaint
26 should be barred due to Plaintiff's unclean hands.

THIRD AFFIRMATIVE DEFENSE

(Failure to Mitigate)

The Complaint is barred in whole or part because of Plaintiff's failure to mitigate his alleged damages.

FOURTH AFFIRMATIVE DEFENSE

(Estoppel)

Plaintiff, by reason of his knowledge, statements, conduct, approval, authorization, and/or ratification, is estopped from recovery herein.

FIFTH AFFIRMATIVE DEFENSE

(Laches)

Plaintiff's claims are barred by operation of the doctrine of laches.

SIXTH AFFIRMATIVE DEFENSE

(Responsibility of Third Parties)

14 Any injury or damage to Plaintiff was a result of the intentional, negligent, or
15 otherwise, wrongful acts of third parties, and any claims against BANA shall be
16 reduced in proportion to the faults of these third parties.

SEVENTH AFFIRMATIVE DEFENSE

(No Damages)

19 BANA is informed and believes and thereon alleges that Plaintiff has not
20 suffered any alleged damages that were caused by BANA's actions or inaction.

EIGHTH AFFIRMATIVE DEFENSE

(Superseding and Intervening Cause)

23 Plaintiff may not recover against BANA because Plaintiff's purported
24 damages were the proximate result of superseding and intervening causes unrelated
25 to any act by BANA.

NINTH AFFIRMATIVE DEFENSE

(Compliance with Governing Law)

28 BANA's compliance with the statutes, rules, and regulations, which govern

1 the subject matter of this lawsuit preclude its liability to Plaintiff.

2 **TENTH AFFIRMATIVE DEFENSE**

3 **(Requested Relief Not Available)**

4 The Complaint's prayer requests injunctive relief, a remedy that is not
5 available to Plaintiff.

6 **ELEVENTH AFFIRMATIVE DEFENSE**

7 **(Failure to State a Claim)**

8 As to all causes of action alleged in the Complaint, the causes of action in the
9 Complaint fail to state facts sufficient to constitute a cause of action against BANA.

10 **TWELFTH AFFIRMATIVE DEFENSE**

11 **(Commercial Reasonableness)**

12 As to all causes of action alleged in the Complaint, BANA is informed and
13 believes, and thereon alleges, that at all times relevant herein, BANA acted in a
14 commercially reasonable manner and was acting in accordance with reasonable
15 standards applicable to BANA.

16 **THIRTEENTH AFFIRMATIVE DEFENSE**

17 **(Unknown Affirmative Defenses)**

18 BANA presently has insufficient knowledge and information on which to
19 form a belief as to whether it has additional affirmative defenses, and reserves its
20 right to assert additional affirmative defenses in the event discovery indicates such
21 defenses would be appropriate.

22 **BANK OF AMERICA'S COUNTERCLAIM FOR INTERPLEADER**

23 1. BANA's Counterclaim stems from the alleged disputed claims as to
24 which party has right to control of funds in two bank accounts, account ending
25 x0628 and account ending x4390 ("Accounts"), and the funds on deposit therein,
26 held in suspense at BANA.

27 2. BANA has no interest in the Accounts, except for its claim for the
28 reimbursement of costs incurred by BANA in connection with this action, including,

1 but not limited to, reasonable attorneys' fees.

2 3. By the Complaint, Plaintiff asserts that it is the superior claim to the
3 funds, or some of them, on deposit in the Accounts.

4 4. BANA is informed and believes that the stated owners of the Accounts,
5 Camiwell, will, or likely will, claim an interest in the funds on deposit in the
6 Accounts that is adverse to Plaintiff's claim.

7 5. Considering the competing claims to the right to control the Accounts,
8 BANA is unable to determine in good faith, without potentially exposing itself to
9 multiple liability, who is entitled to the Accounts and the funds deposited therein.

10 6. BANA has placed in suspense the amounts on deposit in the Accounts,
11 given the competing claims and the instant lawsuit.

12 7. BANA brings its Counterclaim for Interpleader pursuant to Rule 22 of
13 the Federal Rules of Civil Procedure and 28 U.S.C. § 1335, and asks the Court to
14 issue an Order: (i) resolving the competing rights and claims of Plaintiff and
15 Camiwell to the Accounts and funds on deposit therein; (ii) dismissing this action as
16 to BANA and restraining Plaintiff, Camiwell or any other party from instituting or
17 pursuing any action against BANA with regard to the Accounts or funds on deposit
18 therein; (iii) awarding BANA recovery of its costs associated with this action,
19 including, but not limited to, reasonable attorneys' fees; and (iv) awarding BANA
20 such further relief as this Court may deem just and proper.

21 8. BANA is prepared to deposit with the Court any funds on deposit in the
22 Accounts so that Plaintiff and Camiwell can litigate their dispute, and the Court can
23 award the funds as appropriate.

24 WHEREFORE, BANA respectfully requests that the Court issue an Order: (i)
25 resolving the competing rights and claims of Plaintiff and Camiwell to the Accounts
26 and funds on deposit therein; (ii) dismissing this action as to BANA and restraining
27 Plaintiff, Camiwell or any other party from instituting or pursuing any action against
28 BANA with regard to the Accounts or funds on deposit therein; (iii) awarding

1 BANA recovery of its costs associated with this action, including, but not limited to,
2 reasonable attorneys' fees; and (iv) awarding BANA such further relief as this Court
3 may deem just and proper.

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5 DATED: January 8, 2024

SEVERSON & WERSON
A Professional Corporation

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By: /s/ Austin B. Kenney

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AUSTIN B. KENNEY

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Attorneys for Defendant and Counter-Claimant
BANK OF AMERICA N.A. erroneously sued
as BANK OF AMERICA CORPORATION, a
National Association